

Dennis F. Dunne  
Andrew M. Leblanc  
Tyson M. Lomazow  
MILBANK, TWEED, HADLEY & McCLOY LLP  
1 Chase Manhattan Plaza  
New York, NY 10005  
Telephone: (212) 530-5000

*Counsel for Wilmington Trust Company, solely in its capacity as  
Collateral Trustee under 7.50% Senior Secured Notes Due 2016*

James O. Johnston	Mark L. Prager
Joshua D. Morse	Douglas E. Spelfogel
DEWEY & LeBOEUF LLP	FOLEY & LARDNER LLP
333 South Grand Avenue, Suite 2600	90 Park Avenue
Los Angeles, CA 90071	New York, NY 10016
Telephone: (213) 621-6000	Telephone: (212) 682-7474

*Counsel for U.S. Bank National Association, solely in its capacity as  
Indenture Trustee under 7.50% Senior Secured Notes Due 2016*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
**In re:** :  
AMR CORPORATION, et al.,<sup>1</sup> : **Chapter 11 Case No.**  
: : **11-15463 (SHL)**  
: : **(Jointly Administered)**  
**Debtors.** :  
-----x

**NOTICE OF APPEAL**

---

<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number (if applicable), are: AMR Corporation (5172); American Airlines, Inc. (2798); American Airlines Realty (NYC) Holdings, Inc. (9347); AMR Eagle Holding Corporation (6520); Americas Ground Services, Inc. (1387); PMA Investment Subsidiary, Inc. (8617); SC Investment, Inc. (2622); American Eagle Airlines, Inc. (6404); Executive Airlines, Inc. (3166); Executive Ground Services, Inc. (1679); Eagle Aviation Services, Inc. (3043); Admirals Club, Inc. (8690); Business Express Airlines, Inc.; Reno Air, Inc.; AA Real Estate Holding GP LLC (8033); AA Real Estate Holding L.P. (5325); American Airlines Marketing Services LLC (0265); American Airlines Vacations LLC (8253); American Aviation Supply LLC (8730); and American Airlines IP Licensing Holding, LLC.

Pursuant to 28 U.S.C. § 158(a)(1) and Rule 8001 of the Federal Rules of Bankruptcy Procedure, Wilmington Trust Company, solely in its capacity as Collateral Trustee (the “Collateral Trustee”) with respect to those certain 7.5% Senior Secured Notes Due 2016 (the “Senior Secured Notes”) issued by American Airlines, Inc. and guaranteed by AMR Corporation, and U.S. Bank National Association, solely in its capacity as Indenture Trustee with respect to the Senior Secured Notes (together with the Collateral Trustee, the “Appellants”), hereby file this Notice of Appeal of this Court’s *Order Denying the Motion of Wilmington Trust Company and U.S. Bank National Association Pursuant to 11 U.S.C. §§ 361, 362(d), 363(e) and 507(b) and Fed. R. Bankr. P. 4001(a) For Entry of an Order Conditioning Use of Property on Provision of Adequate Protection or, in the Alternative, Granting Relief from the Automatic Stay* (ECF No. 1088) [Docket No. 1691], dated as of March 12, 2012 (a copy of which is attached hereto as Exhibit A) (the “Order”).

1. The names, addresses, and telephone numbers of Appellants’ attorneys are as follows:

Dennis F. Dunne  
Andrew M. Leblanc  
Tyson M. Lomazow  
MILBANK, TWEED, HADLEY & McCLOY LLP  
1 Chase Manhattan Plaza  
New York, NY 10005  
Telephone: (212) 530-5000

*Counsel for Wilmington Trust Company, solely in its capacity as Collateral Trustee under 7.50% Senior Secured Notes Due 2016*

James O. Johnston  
Joshua D. Morse  
DEWEY & LeBOEUF LLP  
333 South Grand Avenue, Suite 2600  
Los Angeles, CA 90071  
Telephone: (213) 621-6000

Mark L. Prager  
Douglas E. Spelfogel  
FOLEY & LARDNER LLP  
90 Park Avenue  
New York, NY 10016  
Telephone: (212) 682-7474

*Counsel for U.S. Bank National Association, solely in its capacity as  
Indenture Trustee under 7.50% Senior Secured Notes Due 2016*

2. In addition to Appellants, the following also are parties to the Order (along with the names addresses and telephone numbers of their respective attorneys):

Debtors

Harvey R. Miller  
Stephen Karotkin  
Alfredo Pérez  
Stephen A. Youngman  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000

Official Committee of Unsecured Creditors

Jay M. Goffman  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, NY 10036  
Telephone: (212) 735-3000

-and-

John Wm. Butler, Jr.  
John K. Lyons  
Felicia Gerber Perlman  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, IL 60606  
Telephone: (312) 407-0700

Citibank, N.A. and certain of its affiliates

Marshall S. Huebner  
Timothy E. Graulich  
Brian J. Rooder  
DAVIS POLK & WARDWELL LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000

City of Chicago

Allen G. Kadish  
GREENBERG TRAURIG, LLP  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 801-9200

-and-

David D. Cleary  
GREENBERG TRAURIG, LLP  
2375 E. Camelback Road, Ste. 700  
Phoenix, Arizona 85016  
Telephone: (602) 445-8579

-and-

Diane M. Pezanoski  
Esther E. Tryban Telser  
CITY OF CHICAGO  
City of Chicago; Department of Law  
30 North LaSalle Street, Room 1400  
Chicago, Illinois 60602  
Telephone: (312) 744-1846

The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee

Amy Caton  
P. Bradley O'Neill  
David Blabey Jr.  
KRAMER LEVIN NAFTALIS & FRANKEL LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100

and

Edward P. Zujkowski  
Mordecai Geisler  
EMMET, MARVIN & MARTIN, LLP  
120 Broadway  
32nd Floor  
New York, NY 10271  
Telephone: (212) 238-3000

3. The prescribed fee accompanies this Notice of Appeal.

Dated: New York, New York  
March 26, 2012

MILBANK, TWEED, HADLEY & McCLOY LLP

By: /s/ Tyson M. Lomazow  
Dennis F. Dunne  
Andrew M. Leblanc  
Tyson M. Lomazow  
1 Chase Manhattan Plaza  
New York, NY 10005  
Telephone: (212) 530-5000

*Counsel for Wilmington Trust Company, solely in its capacity as  
Collateral Trustee under 7.50% Senior Secured Notes Due 2016*

James O. Johnston  
Joshua D. Morse  
DEWEY & LEBOEUF LLP  
333 South Grand Avenue, Suite 2600  
Los Angeles, CA 90071  
Telephone: (213) 621-6000

Douglas E. Spelfogel  
Richard J. Bernard  
FOLEY & LARDNER LLP  
90 Park Avenue  
New York, NY 10016  
Telephone: (212) 682-7474

*Counsel for U.S. Bank National Association, solely in its capacity as  
Indenture Trustee under 7.50% Senior Secured Notes Due 2016*

**EXHIBIT A**

**Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re : Chapter 11 Case No.  
AMR CORPORATION, *et al.*, : 11-15463 (SHL)  
Debtors. : (Jointly Administered)  
-----  
X

**ORDER DENYING THE MOTION OF WILMINGTON TRUST COMPANY AND  
U.S. BANK NATIONAL ASSOCIATION PURSUANT TO 11 U.S.C. §§ 361, 362(d), 363(e) AND  
507(b) AND FED. R. BANKR. P. 4001(a) FOR ENTRY OF AN ORDER CONDITIONING USE  
OF PROPERTY ON PROVISION OF ADEQUATE PROTECTION OR, IN THE  
ALTERNATIVE, GRANTING RELIEF FROM THE AUTOMATIC STAY (ECF NO. 1088)**

Upon the Motion Pursuant to 11 U.S.C. §§ 361, 362(d), 363(e) and 507(b) and Fed. R. Bankr. P. 4001(a) for Entry of an Order Conditioning Use of Property on Provision of Adequate Protection or, in the Alternative, Granting Relief From the Automatic Stay, filed by Wilmington Trust Company (“**Wilmington Trust**”), solely in its capacity as Collateral Trustee under the 7.50% Senior Secured Notes Due 2016, and U.S. Bank National Association (“**U.S. Bank**”), solely in its capacity as Indenture Trustee under the 7.50% Senior Secured Notes Due 2016 (ECF No. 1088) (the “**Motion**”); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the objections to the Motion filed by AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession (ECF No. 1282), the objection to the Motion filed by the Official Committee of Unsecured Creditors (ECF No. 1283), the limited objection to the Motion filed by the City of Chicago (ECF No. 1293), and the response to the Motion filed by The

Bank of New York Mellon Trust Company, N.A. (ECF No. 1290); and upon the responses relating to the foregoing filed by Wilmington Trust and U.S. Bank (ECF No. 1375); and a hearing having been held on February 29, 2012 to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing and ~~the decision of the Court with respect to the Motion stated on the record of for the reasons stated at the Hearing (the “Decision”)~~; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that for the reasons set forth in the ~~Decision stated at the Hearing~~, the Motion is denied without prejudice; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: **March 12, 2012**  
New York, New York

*/s/ Sean H. Lane*  
HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE